



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

VIA UPS 2nd DAY AIR

RECORDATION NO. 24174 FILED

October 14, 2002

OCT 18 '02 5-56 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated September 27, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Perdue Transportation Incorporation
6906 Zion Church Road
Salisbury, MD 21804

A description of the railroad equipment covered by the enclosed document is one hundred-fifty (150) 5150 cubic foot covered hopper cars, with car numbers PFMX 1000-1149, inclusive.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulska
Susan Grokulska
Manager - Documents Administration

Enclosures

(PETI001)

ASSGN. NO. PETI001

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 27th day of September, 2002, by and between First Union Commercial Corporation ("Lessor"), a North Carolina corporation, as successor in interest by merger to Signet Leasing and Financial Corporation, and Financial Corporation and Perdue Transportation Incorporated ("Lessee"), a Maryland corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement No. 3329 (the "Lease"), dated as of October 29, 1991, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Schedule No. 6 to the Lease (the "Schedule"), as described in more particular on Exhibit A attached hereto, effective as of September 15, 1994, and subject to the terms, conditions and provisions of the above-mentioned Lease and Schedule.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION COMMERCIAL CORPORATION

ATTEST:

By: Susan S. Cooper
Name: Susan S. Cooper
Title: AVP

By: [Signature]
Name: LINDA BAXTER
Title: VICE PRESIDENT

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SURFACE TRANSPORTATION BOARD

Executed on this 27th day of September, 2002.

[CORPORATE SEAL]

STATE OF North Carolina
COUNTY OF Mecklenburg

I, Jamie H. Kennedy, a Notary Public of the County and State aforesaid, certify that Linda Baxter personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of September, 2002.

Jamie H. Kennedy
Notary Public

My Commission Expires:

February 7, 2004
(Notary Public)

LESSEE:

PERDUE TRANSPORTATION INCORPORATED

By: Sharon G. Clark

Name: Sharon G. Clark

Title: V.P. Commodities & Traffic, G & O Division

ATTEST:

By: Tammi Bender

Name: Tammi Bender

Title: Clerk

Executed on this 11th day of September, 2002.

[CORPORATE SEAL]

STATE OF MARYLAND

COUNTY OF WICOMICO

I, MARY C. K. MAYNARD, a Notary Public of the County and State aforesaid, certify that SHARON G. CLARK personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 11th day of SEPTEMBER, 2002.

Mary C. K. Maynard
Notary Public

Commission Expires:

7-1-2005
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred fifty (150)

DESCRIPTION OF CARS: 5150 cu. ft. capacity Covered Hopper cars

CAR NUMBERS: See list below:

PFMX 1000	PFMX 1036	PFMX 1072	PFMX 1108	PFMX 1144
PFMX 1001	PFMX 1037	PFMX 1073	PFMX 1109	PFMX 1145
PFMX 1002	PFMX 1038	PFMX 1074	PFMX 1110	PFMX 1146
PFMX 1003	PFMX 1039	PFMX 1075	PFMX 1111	PFMX 1147
PFMX 1004	PFMX 1040	PFMX 1076	PFMX 1112	PFMX 1148
PFMX 1005	PFMX 1041	PFMX 1077	PFMX 1113	PFMX 1149
PFMX 1006	PFMX 1042	PFMX 1078	PFMX 1114	Count: 150
PFMX 1007	PFMX 1043	PFMX 1079	PFMX 1115	
PFMX 1008	PFMX 1044	PFMX 1080	PFMX 1116	
PFMX 1009	PFMX 1045	PFMX 1081	PFMX 1117	*destroyed
PFMX 1010	PFMX 1046	PFMX 1082	PFMX 1118	
PFMX 1011	PFMX 1047	PFMX 1083	PFMX 1119	
PFMX 1012	PFMX 1048	PFMX 1084	PFMX 1120	
PFMX 1013	PFMX 1049	PFMX 1085	PFMX 1121	
PFMX 1014	PFMX 1050	PFMX 1086	PFMX 1122	
PFMX 1015	PFMX 1051	PFMX 1087	PFMX 1123	
PFMX 1016	PFMX 1052	PFMX 1088	PFMX 1124	
PFMX 1017	PFMX 1053	PFMX 1089	PFMX 1125	
PFMX 1018	PFMX 1054	PFMX 1090	PFMX 1126	
PFMX 1019	PFMX 1055	PFMX 1091	PFMX 1127	
PFMX 1020	PFMX 1056	PFMX 1092	PFMX 1128	
PFMX 1021	PFMX 1057	PFMX 1093	PFMX 1129	
PFMX 1022	PFMX 1058	PFMX 1094	PFMX 1130	
PFMX 1023	PFMX 1059	PFMX 1095	PFMX 1131	
PFMX 1024	PFMX 1060	PFMX 1096	PFMX 1132	
PFMX 1025	PFMX 1061	PFMX 1097	PFMX 1133	
PFMX 1026	PFMX 1062	PFMX 1098	PFMX 1134	
PFMX 1027	PFMX 1063	PFMX 1099	PFMX 1135	
PFMX 1028	PFMX 1064	PFMX 1100	PFMX 1136	
PFMX 1029	PFMX 1065	PFMX 1101	PFMX 1137	
PFMX 1030	PFMX 1066	PFMX 1102	PFMX 1138	
PFMX 1031	PFMX 1067	PFMX 1103	PFMX 1139	
PFMX 1032	PFMX 1068	PFMX 1104	PFMX 1140	
PFMX 1033*	PFMX 1069	PFMX 1105	PFMX 1141*	
PFMX 1034	PFMX 1070	PFMX 1106	PFMX 1142	
PFMX 1035	PFMX 1071	PFMX 1107	PFMX 1143	